EXHIBIT C

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MINUTES OF
A SPECIAL MEETING OF
THE BOARD OF DIRECTORS OF
GST TELECOMMUNICATIONS, INC.

A Special Meeting of the Board of Directors (the "Board") of GST Telecommunications, Inc. (the "Company") was held on January 14, 15 and 16, 1997 at the Mauna Launi Hotel, Island of Hawaii. The following persons were present:

Gordon Blankstein
John Warta
Stephen Irwin
Ian Watson
Jack Armstrong
Peter Legault
Robert Hanson
Takashi Yoshida

The absence of Dr. Thomas Sawyer was noted. Clifford V. Sander, Treasurer of the Company and Chief Financial Officer of GST Telecom Inc. ("GST Telecom"), Earl Kamsky, President of GST Telecom, Robert Olson, General Manager of GST Telecom, Ben Peek, President of GST Internet Inc. ("GST Internet"), and Ed Swofford, a director of GST Telecom Hawaii, Inc., were invited to and did attend parts of the meeting. In addition, Diane Walker, a prospective candidate for director of the Company was invited to and did attend parts of the Meeting.

The Meeting was called pursuant to a notice previously disseminated to the members of the Board.

The Meeting was called to order at 8:00 a.m.

The first order of business was a discussion of the status of the public sale by NACT Telecommunications, Inc. ("NACT") of shares of its capital stock pursuant to an underwriting being

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basis. He indicated that he believed GST Telecom was at a point of transition from being a competitive access provider to being an integrated telecommunications company with extensive switching and other enhanced activities. In that regard, he was optimistic of the future and was very pleased to note that Mr. Olson was replacing him as president of GST Telecom in charge of such activities. It was noted that Mr. Kamsky was joining GST Global Telecommunications Inc. ("GST Global") as its Chief Executive Officer. Mr. Kamsky indicated that he would continue to make himself available to Mr. Olson and others within GST Telecom.

The next order of business was a review led by Mr. Kamsky of the revenues, projected and actual, of the Company's telecom operating subsidiaries on a company-by-company basis.

Next Mr. Sander led a discussion in which a cash flow analysis prepared by Mr. Sander was distributed to the members of the Board. Mr. Sander pointed out that the Company currently had cash reserves of approximately $13,000,000 and he advised the Board that the Company had a monthly overhead burden prior to capital expenditure of approximately $5,000,000.

Mr. Blankstein reported that the Company would be discussing its fund raising activities later in the Meeting.

Mr. Irwin was next requested to report to the Board with respect to the transactions between the Company and Magnacom LLC ("Magnacom"). Mr. Irwin reported that he has been advised that the Company has a financial exposure of approximately $14,400,000 in the aggregate, regarding Magnacom, in the form of payments by

the Company to the Federal Communications Commission (the "FCC") with respect to the purchase of A, C and F Block, PCS licenses. He noted that the Company is finalizing a minute purchase with Magnacom pursuant to which the Company will purchase minutes of capacity from Magnacom in consideration of the amounts remitted. Further, in consideration of a construction and management agreement, the Company will obtain an option to acquire up to 99% (subject to regulatory approval) of the membership interest of Magnacom, at the cost thereof to Mr. Warta, who is the controlling member of Magnacom. It was pointed out that under current FCC regulations, as a foreign corporation the Company is not permitted to own more than 25% of the outstanding capital stock of a company that holds PCS licenses. Mr. Armstrong requested that a term sheet be prepared by Mr. Irwin's office setting forth the salient provisions of the minute agreement and that the same be disseminated to the Finance Committee of the Board. Mr. Irwin indicated that the same would be delivered as principal terms become more definitive.

After a lengthy discussion upon motion made by Mr. Watson and seconded by Mr. Hanson, the following resolutions were adopted unanimously, with the exception of Mr. Warta, who abstained:

> RESOLVED, that the Board of Directors does hereby authorize the remittance of $410,000 by the Company to Magnacom, or its affiliate, such funds to be utilized by it to acquire from Poka Lambro certain A Block, PCS licenses for Guam/Saipan; and it is further
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> RESOLVED, that the Board of Directors hereby ratifies the remittance by the Company to the FCC on Magnacom's

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behalf, of approximately $2,970,000 with respect to the issuance by the FCC to Magnacom of certain licenses under the F Block auctions, so that as a result of the foregoing ratification and prior authorizations of the Board, that the Board does hereby ratify an aggregate financial exposure of approximately $14,400,000 in such transactions; and it is further

RESOLVED, that the Company authorize the execution and delivery of an agreement between the Company and Magnacom, pursuant to which, among other things, the Company will purchase minute capacity from the PCS network to be owned by Magnacom and that the price for such minutes be on a most favored nations basis not to exceed $0.05 per minute; and that a construction and management agreement between the Company and Magnacom include an option to acquire (subject to regulatory approval) up to 99% of the membership interests of Magnacom at the cost thereof of the present members; and it is further

RESOLVED, that the Company make no remittance, or loans, investments, guarantees, extensions of credit or otherwise assume financial risk in excess of $14,400,000 in respect of Magnacom or its affiliate; and it is further

RESOLVED, that the foregoing resolutions have been approved with the understanding that Magnacom intends to obtain financing independent of the Company within a proposed 90 day target period, during which time Magnacom intends to enter into such agreements with independent investors, joint venturers or enter other transactions pursuant to which it shall finance its activities independent of the Company; and it is further

RESOLVED, that the Board does hereby acknowledge that John Warta, President of the Company, is the controlling member of Magnacom and that the transactions authorized with respect to Magnacom are hereby deemed to be in the best interests of the Company in that the transactions with Magnacom are anticipated to provide the Company access to the wireless network of Magnacom at favored rates; that the Company will have an option to acquire Magnacom, subject to regulatory approval, and that the Company, as a result of such transaction, will be in a posture of offering wireless telecommunications services to its customers on a competitive basis.

It was noted by Mr. Watson, and it was the consensus of the Board, that in the future there not be expenditures of $3,000,000

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